



The **X-MEN** FEATURING:

APPROVED
BY THE
COMICS
CODE
CAC
AUTHORITY

THE DEATH OF PROFESSOR X

12¢ MARVEL COMICS GROUP

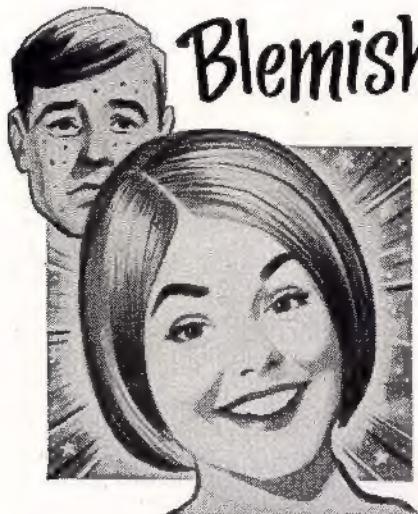
42 MAR

ACG



NOT A HOAX! NOT A DREAM!
NOT AN IMAGINARY TALE! **THIS IS FOR REAL!**

SKIN SURFACE DISFIGURED BY PIMPLES? BLACKHEADS? FRECKLES?



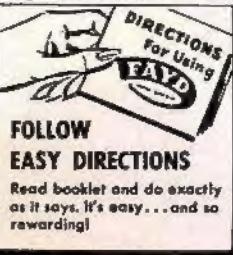
Blemishes Fade As Skin Clears

**AMAZING NEW SKIN CREAM SO POWERFUL
IT STARTS HELPING TO CLEAR EPIDERMIS
THE INSTANT APPLIED!**

**Works with Nature Replacing Epidermis Marked by
Surface Pimples and Blackheads with a New
Fresh, Clearer, Softer, Smoother Complexion!**

It takes POWER to dry up pimples...to loosen blackheads...to fade freckles...to clear away blemished epidermis (skin surface). So why mess around with watery lotions, weak medicated make-ups...smelly salves and greasy ointments when it's FAYD SKIN CREAM that you need. Fayd contains a powerful clearing and skin whitening discovery that works strong and fast on the externally caused pimples, blackheads, blemishes, marks, freckles and spots that blot and dot the top skin layer. In 7 days Fayd may make your complexion so much more clear, fair and blemish free you want to jump for happiness. Fayd makes the skin softer, smoother and more glowing with the fresh new look of youth. And occasional use of Fayd helps keep your skin looking more lovely everyday to your pride and joy.

JUST TRY FOR 7 NIGHTS



FOLLOW EASY DIRECTIONS

Read booklet and do exactly as it says. It's easy...and so rewarding!



SPREAD ON THIN FILM

Just apply over face, or neck affected area for 7 nights...



WORKS WHILE YOU SLEEP

Then see amazing, clear results or return for your money back!



SEND FOR YOUR DEMONSTRATION TODAY

If the pimple cream you are using works too slow, don't wait but send for Fayd Skin Cream. Let this actual home demonstration show you what Fayd is...how it works fast...and why so many boys, girls, men and women use it, for outbreaks...for freckles...for lightening, brightening and clearing the skin. Fayd acts on both oily skin areas around the nose and also on dry skin areas. It refines enlarged pores. Helps stop many new blemishes before they start. So take advantage of this amazing home demonstration offer. Mail the coupon today.

**THE FLEETWOOD CO. Dept. D-88
427 W. Randolph St.
Chicago, Illinois 60606**

Send the 3 oz. jar of FAYD SKIN CREAM as checked below. As advertised, you guarantee I can return the empty jar at any time and you will refund my purchase price.

- \$3.00 enclosed. Send postage paid.
 Enclosed is \$1.00 deposit. Send C.O.D. for balance of \$2.00 plus postage.

Name _____

Address _____

City _____

State _____

Zip Code _____

MAIL THIS NO-RISK COUPON

Fayd, called by many "nature's clear skin cream", is pure white and won't stain pillows. Delightful, easy, it has no medicated odor, washes off completely, leaves skin feeling so new that make-up looks far more natural...if you need make-up at all! For your trial and approval we offer the full size 3 oz. jar Fayd for only \$3.00 full price postpaid. Use the entire supply and then if you aren't satisfied, simply return the empty jar for your money back. Accept this test at our risk offer. Clip the coupon, and mail today.

IMPORTANT

If the coupon has already been clipped, send order with your name and address. Ask for Fayd's \$3.00 Trial Offer. Mail to Fleetwood Co., Dept. D-88, 427 W. Randolph St., Chicago, Illinois 60606.

X-MEN! THE MOST UNUSUAL FIGHTING TEAM OF TIME!™

THE STORY WE NEVER EXPECTED TO PRINT!

"IF I SHOULD DIE..."

IN THE SOMBRE PRIVACY OF X-MEN HQ, A STRIDENTLY ANGRY ANGEL... FLANKED BY THE ICEMAN... RAILS AGAINST AN UNSEEN THIRD PARTY! (UNSEEN BY US, THAT IS!)...

TWO OF THE X-MEN
MAY BE BATTLING FOR
THEIR VERY LIVES RIGHT
NOW... AGAINST THE
SUB-HUMAN CALLED
GROTESK... AND YOU
SAY YOU CAN'T COME
WITH US?

IT'S AS IF YOU AND
THE PROFESSOR NO
LONGER CARE WHAT
HAPPENS TO THEM...
OR TO ALL HUMANITY!

EASY,
WARREN!
MAYBE... THERE'S
SOME OTHER
EXPLANATION...

YEAH?
WELL, THEN,
LET'S HEAR
IT! BUT, IT'D
BETTER BE
A LULU!

STAN LEE
PROUDLY AND WITH
PRAISEWORTHY PERSPICACITY
PRESENTS YET ANOTHER
ROY THOMAS -
DON HECK
MARVEL MASTERWORK!
INKED BY:
GEORGE
TUSKA
LETTERED BY:
SAM
ROSEN

AND NOW, FOR YOU FORGETFUL
ONES OUT THERE, WHAT SAY WE ALL
TURN THE PAGE... AND LEARN THE
SURPRISING OBJECT OF THE WINGED
MUTANT'S ENRAGED OUTBURST...

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WE'RE NOT SURE ABOUT THE SOMBRE CYCLOPS FOR THE MOMENT... BUT, IN CASE YOU'RE CURIOUS AS TO HOW HANK P. MCCOY IS OCCUPYING HIS TIME JUST NOW...

ONCE AGAIN
YOU HAVE DARED TO
CHALLENGE GROTESK
...THE SUB-HUMAN!

DID YOU TRULY
BELIEVE YOU
WERE A MATCH
FOR ME?

MMFF!?

HE'S EVEN MORE
DANGEROUSLY
POWERFUL THAN WE
HAD PROGNOSTICATED!

PERHAPS WE
SHOULDN'T HAVE
DISPENSED SO
RECKLESSLY WITH
THE SERVICES OF
ICEMAN AND THE
ANGEL!

AWAY, SLIGHT
ONE! YOU SHALL
PERISH SOON
ENOUGH...

...WHEN GROTESK
DESTROYS THIS ENTIRE
PLANET!

THE ENTIRE PLANET? BEFORE YOU
BECOME INTOXICATED WITH VISIONS
OF YOUR OWN POWER, MY
BEATLE-TRESSED BUDDY...

...YOU'VE GOT THE
RAPIDLY-
REBOUNDING
BEAST TO DEAL WITH!



AND, I FEEL COMPELLED
TO ADMONISH YOU... I'M
NOT EXACTLY A 98-POUND
WEAKLING MYSELF!

ON SECOND THOUGHT...
COMPARED TO HIM,
MAYBE I AM!

I'VE HIT HIM TWICE
WITH FULL FORCE
...AND HE'S HARDLY
SUING FOR
PEACE!

BLAM!

THE NEXT SECOND, THE APE-
LIKE X-MAN PROVES TO HAVE
BEEN A DEPRESSINGLY
ACCURATE PROPHET, AS...

FALL, PUNY
HUMAN!

AND NOW, WHAT OF
YOUR COMPANION? HAS HE
PERHAPS WISELY FLED... IN STARK FEAR?



CONTINUED AFTER NEXT PAGE



Don Bolander, M.A., University of Chicago; B.S., Northwestern University; Director of Career Institute; authority on adult education

If you've ever been shamed by a mistake in English, maybe I can save you from years of disappointment.

I have met countless numbers of intelligent men and women who are being held back in their jobs and social lives, often without knowing it, because they cannot express themselves fully and easily.

WHAT ABOUT YOU?

If people are not impressed by the way you speak and write—and if you're honest enough with yourself to admit it—you have already taken the first big step to success.

HERE'S WHAT TO DO

You can master good English *without going back to school*. Over the years I have helped thousands of men and women *right in their own homes*.

I can help you, too, if you will give 15 minutes a day to the C.I. Method. My answers to the following questions explain why you need a command of good English and how easily you can do something about getting ahead.

Question: What is so important about my ability to speak and write?

Shamed by Your English?

You can soon speak and write like a college graduate if you let me help you for 15 minutes a day.

Answer: People judge you by the way you speak and write, both in business and in social life.

Question: What does a "command of good English" mean?

Answer: It means you can express yourself clearly and easily without fear of embarrassment or making mistakes.

Question: Are there other advantages to be gained by acquiring a command of good English?

Answer: Yes! Words are actually "tools of thought." The more you learn about words and how to use them to form and express your ideas, the better your thinking becomes.

Question: Wouldn't I have to go back to school for a command of good English?

Answer: No, not any more. You can gain the ability to speak and write like a college graduate right in your own home in only 15 minutes each day.

Question: How do I know your method works?

Answer: There are thousands of letters in my files, testimonials from people in all walks of life who have used the proved Career Institute Method to achieve amazing results. If you send in the coupon below, I will share some of these letters with you.

Question: How can I find out more about the Career Institute Method?

Answer: I will gladly mail a free 32-page booklet to you. Just send a postcard or fill out and mail the coupon.

DON BOLANDER, Dept. 208-18
Career Institute, 555 E. Lange Street, Mundelein, Ill. 60060
Please mail me a free copy of your 32-page booklet,
"How to Gain a Command of Good English."

Name _____

Street _____

City _____ State _____ Zip Code _____

BUT THEN, UNEXPECTEDLY, THE SINISTER SUB-HUMAN PAUSES...

ANOTHER EARTH TREMOR...LIKE THOSE WHICH I FELT BEFORE...!* AND...A SUDDEN VISION FILLS MY ACHING BRAIN...

"I BEHOLD AN ACCURSED HUMAN...OPERATING AGAIN THE DEVICE WHICH CAUSES SUCH TREMORS..."

THEN...I HAVE NO TIME TO WASTE ON THE TWO FOOLS WHO HERE OPPOSE ME!

THIS WILL HIDE MY DEPARTURE!



HOLY HANNAH! HE TORE ONE OF THE STUDS FROM HIS CHESTPLATE...AND IT SET UP A SMOKE SCREEN!

AN EXCRUCIATINGLY EXACT ANALYSIS OF THE SITUATION, DEPUTY LEADER!

BUT, AS LONG AS THE BOUNDING, BLUDGEONING BEAST IS HERE...



UUNHHH! AND THEN AGAIN, MAYBE HE CAN!



PROCEED WITH CAUTION, CYCLOPS! THAT'S FAR FROM AN ORDINARY FOG WE'RE DEALING WITH!

YOU CAN SAY THAT AGAIN, HANK!

IT MAY LOOK LIKE A MERE MIST...BUT ITS EXTERIOR IS AS HARD AS SOLID STONE!

STILL, WHY DID GROTESK USE IT TO FLEE... WHEN HE STOOD A GOOD CHANCE OF BEATING US?

BUT, AS HIS STRANGELY SUPPLE FORM HURRIES THRU LABYRINTHINE TUNNELS BENEATH NEW YORK CITY, THE MIND OF GROTESK IS ON FAR DIFFERENT MATTERS...

IF MY VISION WAS TRUE, THEN MY HOUR OF ULTIMATE TRIUMPH IS AT HAND!

AT LAST, I SHALL HAVE REVENGE...REVENGE FOR THE UNDERGROUND ATOMIC BLASTS WHICH SHOOK MY CIVILIZATION IN DAYS PAST...



HOWEVER, WE MUST TEMPORARILY LEAVE OUR VITUPERATIVE VILLAIN ... AND SWITCH TO X-MEN HQ, SOME TIME LATER ...

...AFTER THAT IS, GROTESK'S HUMAN CAPTIVE HAS BEEN RETURNED TO HIS JOB AS STUDENT CUSTODIAN AT ARCHER COLLEGE.*

...AND NOW, IF YOU'RE NOT ABOVE A BIT OF EAVES-DROPPING ...



* THAT'S JUST AN ASIDE FOR YOU NIT-PICKERS WHO THOUGHT WE'D FORGOTTEN ALL ABOUT HIM SINCE LAST ISSUE! NYAHAH! ... GUESS WHO.

YOU HEARD ME, LEADER-MAN!

SHE WOULDN'T COME BACK TO THE SUBWAY WITH US... AND THE PROF BACKED HER UP!

AT LEAST YOU TWO WEREN'T HURT!

JUST OUR PRIDE, MY FEATHERED FRIEND!

THERE MUST HAVE BEEN SOME... REASON!

WAIT! HERE COMES JEAN NOW!

SCOTT... AND HANK! THANK HEAVENS YOU'RE ALL RIGHT! I WAS SO WORRIED ABOUT YOU...

WE'LL HAVE TO TAKE YOUR WORD ON THAT... FOR THE PRESENT!

ANYWAY, I'VE GOT TO SPEAK TO PROFESSOR XAVIER... RIGHT NOW!

I... I'M SORRY, SCOTT... BUT YOU CAN'T...

CAN'T? WHEN THE SAFETY OF THE ENTIRE EARTH IS AT STAKE, NOBODY SAYS CAN'T TO CYCLOPS!

NOT YOU... NOT EVEN THE PROFESSOR!
NOW, STAND ASIDE! I'M GOING IN!

BUT, ONE SHOULD NEVER UNDERESTIMATE THE POWER OF A WOMAN.. ESPECIALLY WHEN SHE HAS TELEKINETIC ABILITIES...

JEAN! WHAT IN THE NAME OF SANITY..?

PROFESSOR X TOLD ME TO KEEP YOU ALL HERE WHEN YOU ARRIVED... AND THAT'S JUST WHAT I INTEND TO DO!

KEEP US HERE? THEN... YOU MEAN HE'S GONE?

WHAT'S GOING ON AROUND HERE, JEAN?

WHY ARE YOU HOLDING US ALL BACK TELEKINETICALLY?

I'M ONLY OBEDIING THE PROFESSOR'S ORDERS!

I... WAIT!!

I JUST GOT A TELEPATHIC COMMAND FROM HIM... TELLING ME TO BRING ALL OF YOU TO HIM... AT ONCE!

A TELEPATHIC COMMAND? THEN... WHY DIDN'T WE HEAR IT, TOO?

NO TIME TO EXPLAIN NOW! ARE YOU COMING WITH ME--OR NOT?

AFFIRMATIVE, LADY! BUT, WHEN THIS IS OVER, THERE HAD BEST BE A PARTICULARLY LUCID EXPLANATION FOR IT ALL!

THERE WILL BE... IF ANY OF US SURVIVE!!

AND ONLY A SHORT TIME
AFTERWARD, THE FINAL
ACT OF THIS MOST FATE-
FUL OF X-MEN DRAMAS
SUDDENLY BEGINS...WITH
AN EAR-SHATTERING
CHALLENGE...AND A
CRUMBLING WALL...

THIS IS THE PLACE I SEEK...
THE PLACE TO WHICH THE
STRANGE VIBRATIONS
WITHIN MY BRAIN HAVE
LED ME!

HERE I SHALL
FIND THE MAN-MADE
DEVICE WHICH CAN CREATE
EARTHQUAKES...AND WHICH
SHALL BE MY INSTRUMENT OF VENGEANCE!

THEN, WITH A HAND THAT CLOSES LIKE
A STEEL CLAMP, THE GIGANTIC
FIGURE GRAPS A SEATED HUMAN
FORM...!

WHO ARE
YOU...?

WHAT DO YOU
WANT WITH
ME?

I AM THE
SUB-
HUMAN--
HE WHO
IS CALLED,
GROTESK!

AND, WHAT
I DESIRE
IS THAT
ACCURSED
MACHINE!

JUST AS
YOUR KIND
DESTROYED
MY RACE WITH
YOUR WEAPONS TESTS,
SO SHALL I OBLITERATE
YOUR ENTIRE PLANET!

SO, YOUR MOTIVE IS REVENGE
...JUST AS I HAD
SUSPECTED!

THEN, THERE
IS NO LONGER
ANY NEED
FOR THIS
DISGUISE!

YOUR FACE...
IT WAS NOTHING
MORE THAN
A SYNTHETIC
MASK!

I HAVE THE
MACHINE
NOW...AND
THAT IS ALL
THAT
MATTERS.

HE'S EVEN
STRONGER...
FASTER...
THAN I HAD
DARED
IMAGINE!

YES, GROTESK! I
AM PROFESSOR
X...LEADER OF
THE COSTUMED ONES
WHOM YOU FOUGHT
BEFORE!

MUST MANAGE TO FALL
LIGHTLY...SO THAT I CAN ATTACK
HIM ANEW WITH A MENTAL BOLT!



CONTINUED AFTER NEXT PAGE

A circular logo with a distressed, metallic texture. The words "U.S.", "GOVERNMENT", and "SURPLUS" are stacked vertically in large, bold, white letters. Below them, the words "DIRECT BY MAIL!" are written in a smaller, slanted font.

**PARACHUTES 21.95
BOATS 16.45
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JACKETS 3.25
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AND Bunk Beds.
Life Rafts, Walkie Talkies.

**Paratrooper
Boots, Flags, Sleeping
Bags, Coats, Phones,
Mine Detectors, Bugles,**

**Blankets,
Pilots,**

**Maps, Shovels, Canteens,
Saddles, First Aid
Supplies, Sunglasses,
Mess Kits, Haversacks,**

AND HUNDREDS MORE
Minimum Orders As Low
As \$3.00 Acceptable



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BY MAIL FOR AS LITTLE AS 2c AND 3c ON THE DOLLAR**

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Jeeps—\$278.00	Typewriters—\$8.78
Boats—\$178.00	Airplanes—\$133.00
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Leather Boots—\$35.00	Pass. Bus—\$228.00

ALSO listed are more than 1,000 places where you can see thousands of different surplus items and buy them right on the spot!

FREE HOME TRIAL COUPON
SURPLUS BARGAINS—DEPT. 163-3
P. O. Box 1651, New York 17, N. Y. 10017

I enclose \$1.00. Send the combined catalog and directory immediately. I understand that my money will be refunded if I am not completely satisfied. Also I will receive a full refund with my first order of \$10.00 or more.

Name _____
(Please Print)

Address _____

City _____ **State** _____

FULL PURCHASE PRICE OF \$1.00 REFUNDED WITH FIRST ORDER OF \$10.00 OR MORE.

INSTANTANEOUSLY, AMIDST A DIZZING KALEIDOSCOPE OF COLOR... THE OSCILLATOR HUMS INTO VIBRANT, MENACING LIFE...

NOW... LET THE CREATURES OF THE OUTER WORLD DO WHAT THEY WILL!

WHIRRIRRIRRIRR

THEY ARE DOOMED!!

THEN, EVEN AS GROTESK RANTS, DEADLY VIBRATIONS BEGIN TO RADIATE DOWN... DOWN TO THE EARTH'S VERY CORE...

WHEN, SUDDENLY...

ANOTHER OF THE MASKED ONES...!

ANGEL! YOU'VE ARRIVED JUST IN TIME!

YOU MUST MANAGE TO TURN OFF THAT DEVICE... SOMEHOW!

I'LL TRY, PROFESSOR... BUT IT'S NOT GONNA BE EASY!

STAY BACK, HUMAN!
NO ONE SHALL GET PAST GROTESK!

MAYBE NOT, PAL... BUT, YOU CAN'T BLAME AN EVER LOVIN' MUTANT FOR TRYING!

LET'S SEE IF A DOSE OF THESE HELPS MY CASE!

LIGHT! BLINDING SEARING LIGHT!

IT IS... PAINFUL! TAKE IT AWAY....

I THOUGHT THESE SOLAR ORBS... WHICH THE PROF USES TO STORE THE SUN'S ENERGY FOR HIS EXPERIMENTS... MIGHT COME IN HANDY!

GROTESK IS A SUBTERRANEAN CREATURE OF DARKNESS... AND THESE THINGS SHOULD MOMENTARILY BLIND HIM!



AS, AT THAT SELFSAME MOMENT...

THAD!

COULDN'T STOP
HIM FROM GRABBING
TWO OTHER STUDS
FROM HIS ARMOR!

AND THEY SOMEHOW ABSORB
MY OPTIC BLASTS ...HURLING
THEM BACK AT ME!

ANOTHER ONE...BLANKETING
ME IN LAYERS OF ICE! DO YOU
NOT REALIZE YOU ARE
DEFEATED?

JUST CALL ME
A COCK-EYED
OPTIMIST,
UGLY!

IN OUR BOOK,
A MAN IS NEVER DEFEATED...
NOT AS LONG AS HE KEEPS FIGHTING!

VERY NOBLE, DWELLER
OF THE OUTER WORLD!

BUT, LET US SEE IF YOUR
NOBILITY CAN WITHSTAND
THE REFLECTED POWER
OF YOUR OWN ALLY'S
EYE-BEAMS!

ONLY A FEW
MORE
SECONDS...
AND VICTORY
SHALL BE
MINE!

BUT, TWO UNPAINTED X-MEN DON'T INTEND TO GRANT
THOSE FATAL SECONDS...

THE OSCILLOTRON IS
APPROACHING MAXIMUM
INTENSITY!

IF WE'RE EVER GOING TO
STOP IT...IT MUST BE
WITHIN SECONDS!

I'M READY
TO FOLLOW YOUR
LEAD, PROFESSOR
XAVIER!

NOW!! BOMBARD THE MACH NE
MENTALLY... WITH ALL THE INTENSE
CONCENTRATION YOU CAN
MUSTER, JEAN!

AND, DON'T STOP...
NOT FOR
ANY
THING!!

I...I
WON'T,
SIR!

FOR LONG, TENSE, ANXIOUS
INSTANTS, THE TWO PSYCHIC-
ALLY-POWERED MUTANTS
STAND MOTIONLESS...
SEEMINGLY FROZEN... IN
THE QUAKING CHAMBER...



UNTIL...

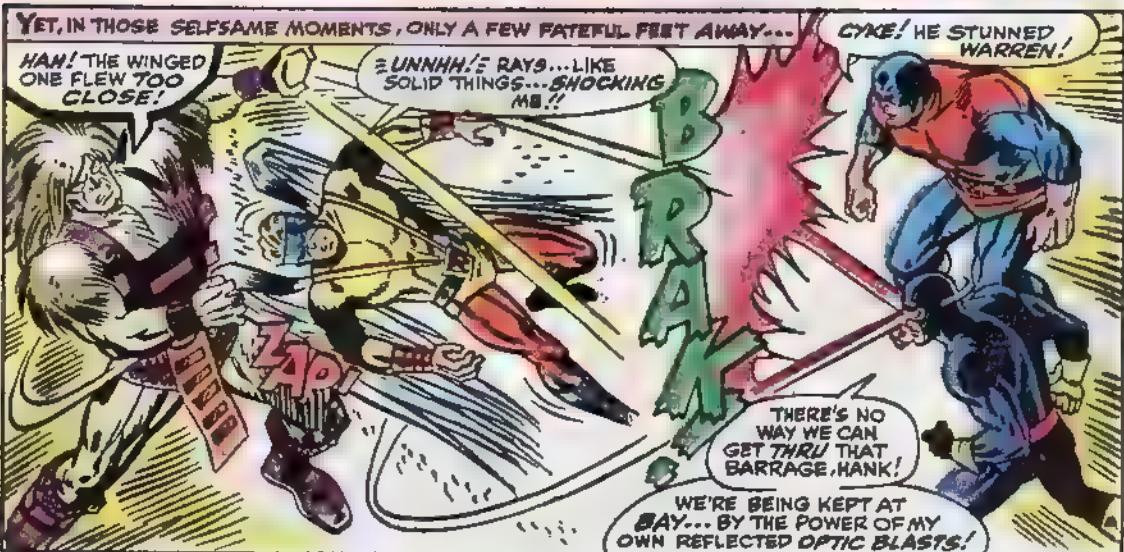
IT SEEMS TO
BE... SLOWING
DOWN! WE'RE
WINNING,
PROFESSOR!

WHIRRRI

BUT NOT FAST
ENOUGH, JEAN...
NOT FAST ENOUGH
TO STOP A VIOLENT
EARTHQUAKE FROM
DESTROYING AT LEAST
THE EASTERN
SEABOARD!

STAY BACK! I'M
MOVING IN...
CLOSER!!

Then, advancing slowly on the mechanized legs he has devised, Professor X focuses his full mental energy...





CONTINUED AFTER NEXT PAGE

**NEW
FROM THE
*M*others
of iNvention**



WE'RE ONLY IN IT FOR THE MONEY

V/V65045X

NAME _____	AGE _____
ADDRESS _____	CITY _____ ZIP _____
STATE _____	YES <input type="checkbox"/> NO <input type="checkbox"/>
How? _____	
When? _____	

THAT SAME WONDERFUL, WHOLESOME AND AMERICAN TEEN ROCK COMBO THAT IS RESPONSIBLE FOR:

**FREAK
OUT!**

& ABSOLUTELY FREEEE E E

THRILLING L.P.s
I'M SURE YOU WILL
WANT TO OWN
BOYS AND GIRLS!

**THRILLING,
CLEAN FUN!**

CLEANS
YOU!
THRILLS
YOU!
CLEANS &
THRILLS YOU!

YOU MUST BUY ALL
OF THESE PRODUCTS

NOW!

*NOTE

EXPENSIVE FUN

NT
& B
©1967



UM

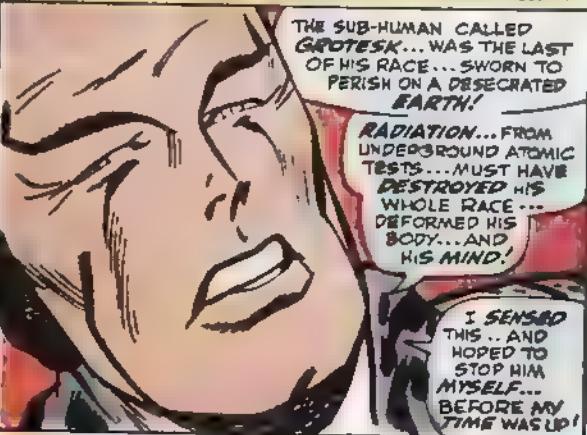
United Mutations
BOX 103
PRINCE ST. STATION
NEW YORK, N.Y.
ZIP 10012

FILL OUT THIS COUPON
OR WRITE USA LETTER
AND MAIL IT TODAY
IN A ENVELOPE.

THOSE WHO DO NOT COMPLY RUN THE RISK OF A SERIOUS STATUS LOSS



THUS, WITH TEARFUL WORDS UNSPOKEN ON THEIR LIPS, THE X-MEN LISTEN TO THE VOICE OF HIM WHO HAS BEEN THEIR LEADER... AND FAR, FAR MORE THAN THEIR LEADER...



BEFORE YOUR--? THEN, THAT'S WHY YOU HAD JEAN HOLD US BACK... WHY YOU'D BEEN DRIVING US SO HARD THESE PAST DAYS!



THERE IS A TIME FOR WORDS...A TIME WHEN THEY CAN LIFT MEN'S SPIRITS...OR CHANGE THE SHAPE OF HISTORY YET UNWRITTEN! A TIME WHEN THEY CAN EXPLAIN AWAY...AND A TIME WHEN THEY CAN OFFER THE BALM OF SOLACE TO THE ACHING HEART...

BUT, AS THE SHOCKED AND SADDENED X-MEN WATCH THE TEARFUL ANGEL LIFT THE IMP FORM OF CHARLES XAVIER FROM AM DST STILL-SMOKING DEBRIS, IT'S A TIME FOR NIGHT...SAVE SILENCE....



NEXT:
AND NOW...
MAGNETO!

THE ORIGINS OF THE UNCANNY X-MEN!™

"THE END OR THE BEGINNING?"

TO TELL THE TRUTH, WE CAN THINK OF NO BETTER WAY TO BEGIN OUR SENSES-SHATTERING CHAPTER THAN TO QUOTE THE VERY WORDS OF THE EVIL MUTANT NAMED JACK WINTERS FROM THE FINAL PANELS OF LAST ISSUE'S THRILLER!
TO WIT:

FROM NOW ON, NOTHIN' AND NOBODY IS GONNA STAND IN THE WAY OF...

..THE LIVING DIAMOND!

STAN LEE
FONDLY FEATURES THE FAR-OUT FINALE OF A
ROY THOMAS-
WERNER ROTH
FOUR-PART FANTASY! (PREVIOUS)

INKED BY:
HERB TRIMPE LETTERED BY
AL KURZROK

CONCLUDING:
THE UNTOLD ORIGIN OF THE X-MAN CALLED
CYCLOPS!
(AS IF YOU DIDN'T KNOW!)

I STILL FEEL A LITTLE... STRANGE.. KINDA WOOZY!

MUST BE SOME NUTTY AFTER-EFFECT OF BEIN' DOUSED BY THE RAYS OF THAT CYCLOTRON!

BUT, IT'LL SOON PASS, AND THEN -- HOLD IT!

SOMEBODY'S COMIN'! THAT EGGHEAD WHO BUTTED IN BUT, I KILLED HIM!!

ANYTHING I COULD REPLY TO THAT, WINTERS, HAS BEEN APTLY STATED BY MARK TWAIN!

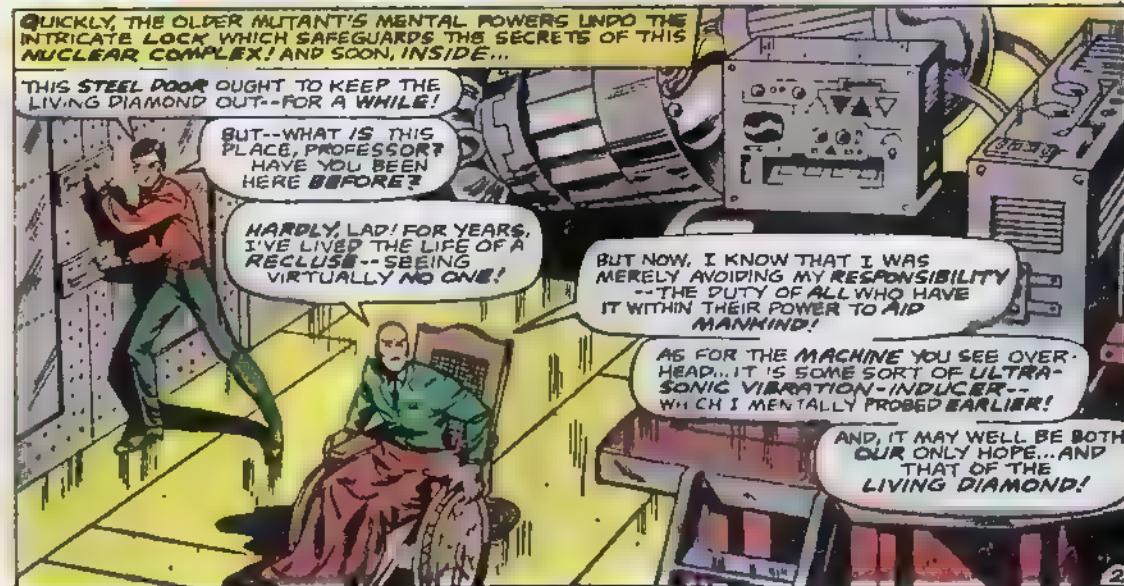
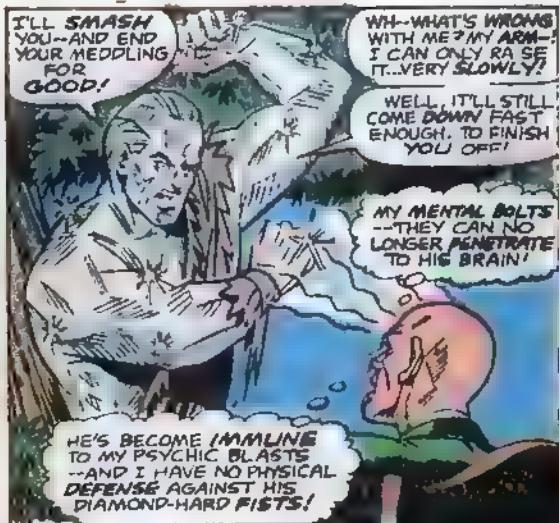
YET, I HAVEN'T COME HERE TO HARM YOU -- BUT TO HELP YOU!

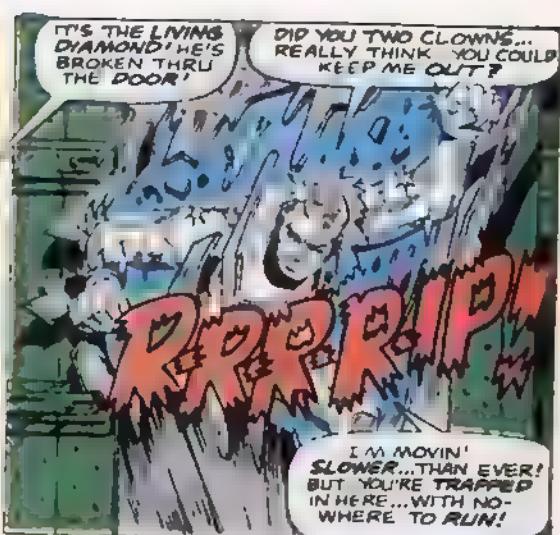
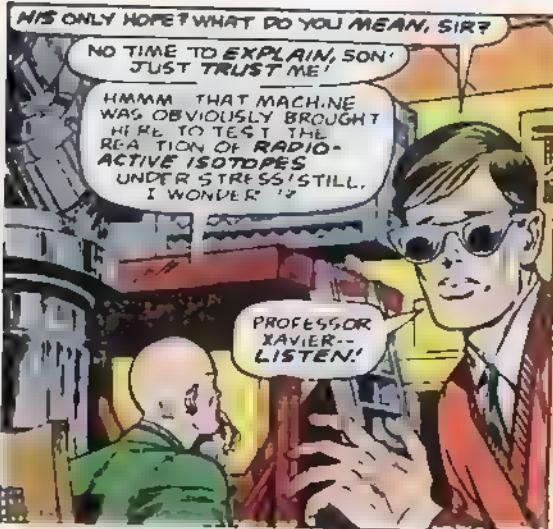
YOU CAN'T DO ANYTHIN' TO OR FOR ME, BALDIE -- AND YOU KNOW IT!

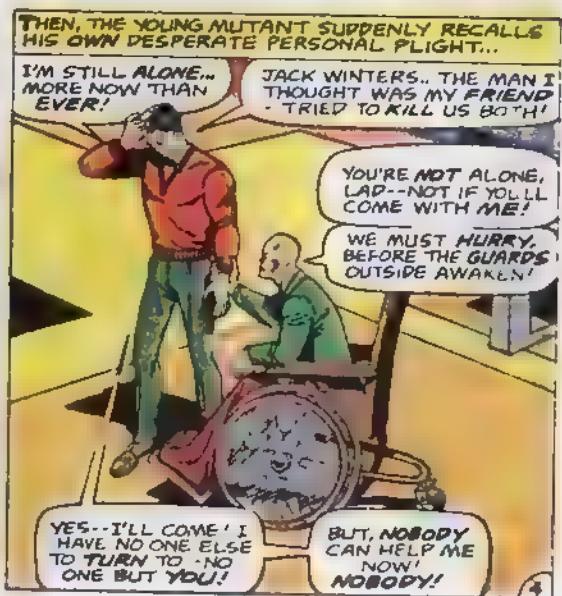
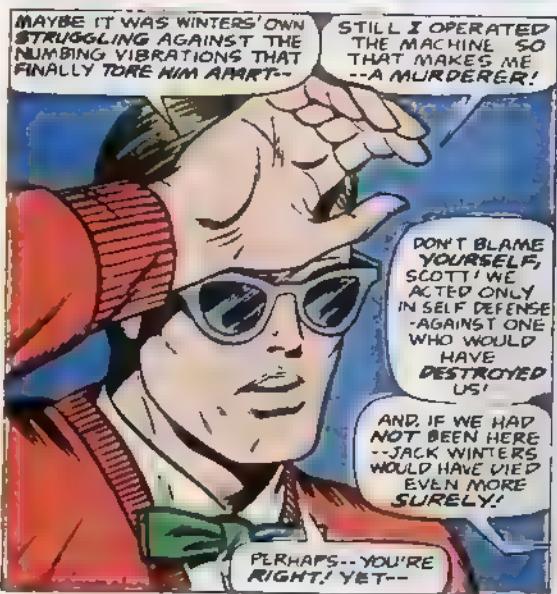
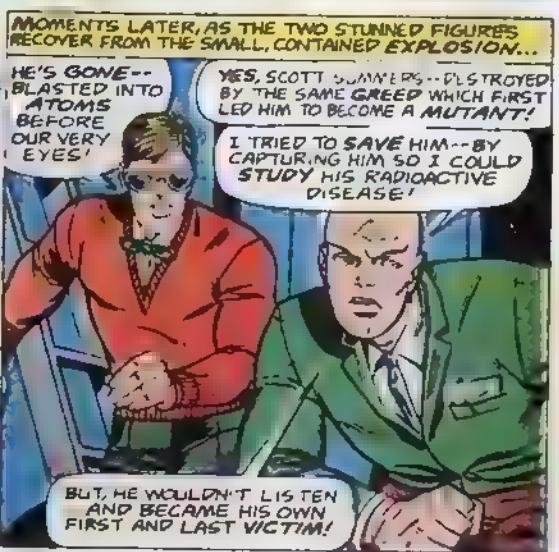
THAT MAN -- PROFESSOR X, HE CALLED HIMSELF -- TOLD ME TO STAY OUT OF SIGHT!

BUT, HE CAN'T POSSIBLY REALIZE HOW STRONG THE LIVING DIAMOND IS--OR HOW POWER-MAD!

1
CONTINUED AFTER NEXT PAGE







SOME TIME AFTERWARD, AS A SLEEK ROLLS-ROYCE PULLS UP BEFORE A CERTAIN COUNTRY MANSION IN WESTCHESTER COUNTY...

PROFESSOR--WE'VE DRIVEN ALL THIS WAY...IN SILENCE!

CAN'T YOU TELL ME WHO YOU ARE--AND WHY YOU'VE BROUGHT ME HERE?

YES, SCOTT--NOW THAT I'VE HAD THE ENTIRE DRIVE TO FORMULATE MY THOUGHTS!

I HAVE A CHALLENGE TO MAKE TO YOU--AS SOON AS WE'RE INSIDE!

...THUS, A FEW MOMENTS LATER...

...THEN, YOU INTEND TO FORM A GROUP OF MUTANTS--EACH WITH SOME EXTRAORDINARY POWER--

PRECISELY! YOU WILL BE THE NUCLEUS--AROUND WHICH I SHALL BUILD THE GROUP!

--AND YOU WANT ME TO BE THE FIRST MEMBER?

WELL--WHAT DO YOU SAY ARE YOU WITH ME, LAD?

YOU KNOW IT...SIR!

IN SHORT ORDER, A PREVIOUSLY-DESIGNED COSTUME IS MODIFIED FOR THE UNIQUE TEENAGER...

I SHALL HAVE TO REMAIN IN THE BACK-GROUND--BUT NOT YOU!

WHATEVER YOU SAY, PROFESSOR!

THEREFORE, THIS DISGUISE WILL HIDE YOUR TRUE IDENTITY!!

I JUST HOPE THIS VISOR WORKS THE WAY YOU CLAIM IT WILL!

WE SHALL SOON SEE, SCOTT! FIRST, TURN THE STUDS OF THE VISOR BACKWARD!

THAT LOWERS A SHIELD OF TRANSPARENT RUBY QUARTZ IN FRONT OF YOUR EYES!

NOW, WITH YOUR EYES STILL TIGHTLY CLOSED--TURN THE STUDS FORWARD!

THEN, ON THE COUNT OF THREE, YOU WILL OPEN YOUR EYES!

ONE...TWO...

...THREE!

OF COURSE! NOW YOU ARE READY TO BECOME THE FIRST OF MY EXTRA-POWERED MUTANT ALLIES.. THEY WHO SHALL BE KNOWN AS ...THE X-MEN!!

MY OPTIC BLASTS--THEY'RE WORKING AGAIN!

AND, BECAUSE YOUR EYE-BEAMS SEEM TO EMANATE FROM ONE GIGANTIC ORB, I SHALL CALL YOU--

CYCLOPS!

I HOPE AND PRAY I'LL NEVER LET YOU--OR MY FELLOW MUTANTS--DOWN, SIR!

BUT, A BRIEF TIME LATER, IT IS A FAR DIFFERENT, MORE RESTIVE SCOTT SUMMERS WE FIND ON THE GROUNDS OF THE MANSION...

I BELIEVE IN PROFESSOR XAVIER'S GOAL--TO SEEK AN END TO THE DISTRUST BETWEEN MUTANTS AND HOMO SAPIENS!

STILL, PERHAPS ONE DAY I'LL LOSE THE SUPER-POWER WHICH MAKES ME A MENACE TO ALL WHO COME NEAR ME!

AND, I HOPE AND PRAY THAT DAY WILL COME...SOON!

NEXT ISSUE:
IN ANSWER TO ABOUT A ZILLION LETTERS--
"THE SECRET OF CYCLOPS' OPTIC BLASTS!"

NOTE: OUR LETTERS SECTION APPEARS AFTER NEXT PAGE...

MARVEL BULLPEN BULLETINS • MARVEL BULLPEN BULLETINS • MARVEL BULLPEN BULLETINS

COME 'N GET IT, TIGER—HERE'S OUR NEW YEAR'S GIFT TO YOU!!

We promised to start '68 off with a bang, and we kidded thee not! So, hang on to your crash helmet, pilgrim — this is what you've been waiting for!

ITEM! It's finally happened! The star-spangled Captain America — and the great green-skinned Hulk — have both been awarded their own full-length mags each month! That means, starting right now you can buy the big new action packed CAPTAIN AMERICA COMICS, as well as the sensational spectacle filled INCREDIBLE HULK COMICS and thrill to their awesome adventures from cover to cover!

BUT — now you're probably wondering what'll happen to Iron Man and the swingin' Sub-Mariner? Well, you didn't think we'd forget about 'em, didja? For this month only, they're both sharing the same mag — and both their names will be featured up in the cover title! That's right — we said "For this month only!" Because next month — aw, no sense telling you now! We've got some big changes coming month after month — and we might as well clue you in a little at a time as we go along! So, watch for the big surprise announcement coming up next issue — and the reh after that — and after that — and after that! Yetzur! 1968 is the year of Marvel — and you better believe it!

Y'KNOW, we're so excited about our two brand-new smashes, CAPTAIN AMERICA and THE INCREDIBLE HULK that we can hardly talk about anything else! Both mags feature all the action, drama, and suspense which you've come to expect from your blue-eyed Bullpen — plus the added treat of a couple of ORIGINS tossed in for good measure for the benefit of those who really like to get their money's worth! And like we said, this is only the beginning.

REMEMBER how it all started? Lots of frantic ones thought of Marvel was getting lazy — they thought we were satisfied to sit back and rest on our laurels. Then we hit 'em with a sudden one-two punch first, the magnificently mad NOT BRAND ECMM, which has proven to be the unexpected smash hit of the decade — and then almost before they could catch their breath along came the daringly different CAPTAIN MARVEL, who seems to have taken superhero fandom by storm! Lazy are we? Know thou this — we're just gettin' started! This is the beginning of the SECOND Golden Age of Marvel — and it's gonna be a never-ending joyride! Next issue we'll tell you about lots more of the goodies in store — as if you didn't know!

ITEM! It's title-time again! Here's the mightiest of all Marvel ranks — the one which adorns the very pinnacle of Marvel-dom! You've already been briefed about RFO (Real, Frantic One!) to be used by those who buy three or more Marvel mags a month — QNS (Quite Nuff Sayin') for those who've had a letter gracing our peerless pages — TTB (Titanic True Believer) for the richly-endowed recipient of a hallowed No Prize — and KOF (Keeper of the Flame) for those who recruit a new disciple into the roiling realm of Marveldom! And now — the ultimate! The ne plus ultra! The apex of it!dedom! PMM (Permanent Marvelite Maximus), to be cherished and guarded with pulsating pride by those for fumete few who have won all four of the

preceding titles! If you're a PMM, you're entitled to face the Baxter Building and wiggle your webs whenever the mood strikes you — and you can even call your friendly Forbush Man by his first name! Tamam Shud!

STAN'S SOAPBOX!

Now that we've announced the start of the Second Golden Age of Marvel, we must also announce the end of an era! From this moment on, we'll no longer refer to our competition as Brand ECMM! We coined that expression a few years ago as a gag, figuring it would be fun for us to needle some of the outfits who were older and bigger than we. However, thanks to the loyalty of you fabulous fans, and to the hard work, talent and dedication of our beloved Bullpenners, we've managed to make ourselves the undisputed leaders of the comics industry. Perhaps we're still not the biggest — and we're certainly not the oldest — but we doubt that any group of magazines has ever before been so lauded, so universally acclaimed, or so zealously supported by its fans! No, strike that word! You're more than fans! Much more! We've always thought of you as friends — and we always will! Anyway, when you're on top of the heap, it doesn't seem right to rib the other guy who hasn't quite made it — and that's why the only time we'll use the phrase BRAND ECMM from now on is in the title of our own goofy gag mag! So, to the artists, writers, and editors of the other companies in this batty business in which we tool many of whom are close personal friends of ours — we hereby end the fatuous little feud we've been flaunting before the public. Let's just call 'em a draw and get on with the business at hand — the business of making today's comic mags the greatest entertainment value on earth — and tomorrow's even greater! Nuff said!

THE MIGHTY MARVEL CHECKLIST

Marvelous Mags On Sale Right Now!

NOT BRAND ECMM #7: This is almost too terrific to describe! Out of the goodness of our greedy little hearts, we present the ORIGIN OF THE FANTASTICAL FOUR — and to prove we play no favorites we also give you — and you can have it — the ORIGIN OF STUPORMAN! What more can we say?

FANTASTIC FOUR #73! It's true! Dr. Doom lives again! And, to celebrate this mind staggering revelation you'll thrill to one of the greatest battles ever staged featuring none other than Spider-Man, Daredevil — and the mighty Thor! It's a mind blaster!

SPIDER-MAN #59: This one's really different! Spidey battles a mysterious super-villain whom he doesn't even see till the very end! But when he finally learns who The Bra-washer really is, it's one of the most startling surprises of the year!

AVENGERS #50: Immortal vs. immortal — as the matchless Hercules faces the pure pounding power of Typhon, mightiest of them all! And, you can be sure the rest of our ever-lovin' assemblers get into the act as well! A knock-down, drag-out blast!

DAREDEVIL #36: We call it "The Living Prison" and no thriller was ever more aptly titled! Wait 'till you see Daredevil, in the body of Dr. Doom, battling against Dr. Doom — in the body of Daredevil! Possibly the most daringly original theme you'll gape at this year!

CAPTAIN MARVEL, STARRING IN MARVEL SUPER-HEROES #13: Still on sale — if you're lucky! Marvel's newest hero gains a new identity — a new life — and a new and sinister foe, as the senses-shattering Sentry once more walks the earth! It's a gasser!

THOR #150: At last — the mighty Thunder God is claimed by Hela, Goddess of Death! Is this to be the end of the most spectacular series of modern times — or the beginning of new wonderment such as mortal eyes have never seen? Even we're not sure!

IRON MAN AND SUB-MARINER #3: Don't dare miss this one! Probably the only time these two superhero greats will co-star in the same mag! Next month they go on to a still greater destiny — but till then — this one titanic issue will undoubtedly be the top collectors' item of the season!

CAPTAIN AMERICA (Premiere Issue): This is it! The star-spangled Avenger in his own full-length magazine! Featuring an unexpected origin bit plus the startling solution to the macabre mystery of Zamot! You'll never part with this one — especially when the Panther goes into action!

THE INCREDIBLE HULK (Premiere Issue): Another triumph for mighty Marvel! The world's most powerful mortal starring at last in his own magazine! As an extra bonus, you'll thrill anew to Green Skin's origin — as well as to the awesome action when the might of Asgard is hurled against him!

STRANGE TALES #167: Finally the cataclysmic climax to the bombastic battle between Nick Fury and the Yellow Claw (heh-heh!) And Doc Strange enters a deadly dimension of death in search of Victoria Bentley! This one you can afford to miss!

Sgt. FURY #82: It's a wah-wahoing work of war-mag wonderment when Happy Sam Sawyer leads the Howlers into a Nazi prison camp to rescue a captured Allied scientist! Talk about bombsahle... hope boy!

CAPTAIN SAVAGE #2: The Leatherneck Raiders lock horns with the sensational Samurai Squad in a desperate attempt to halt a world takeover plot by... none other than Baron Strucker! It's dynamite MARVEL COLLECTORS' ITEM CLASSICS #14! The FF, Iron Man, Doctor Strange, and the Hulk — all in one action-packed issue you'll never forget — unless you're holding out for the Marvel Age of Comical (Parish the thought!).

MARVEL TALES #13: Spidey, Thor, Guardsman and — latch onto your seat belts — from out of the glorious golden age Marvel Boy, one of the most dramatically different superheroes ever! The House of Ideas has struck again!

Let's meet 26 more M.M.M.S. members!

David Reisher
Port Chester, N.Y.
Richard Rudnick
Teachers, R.Y.

Lawrence Tokarski
New York, N.Y.
Jerry Kammers
Sports New
Mike Richard
Late Kartaken Co.
David Roth
St. Louis, Mo.

Craig Rahl
Moorstown, N.J.
Pat Radulski
Edmonton, Alta.
Dusty Quirk
Van Etten, N.Y.
Robert Verlotta
Stephen, Ohio

Tina Hoffman
Council Bluffs, Iowa
Wayne Houston
Tama, Iowa
Bruce Rahl
Monroe, N.J.
Alan Rahl
Moorstown, N.J.

Ken Tom
Houston, Tex.
Mike Osterfield
Bedford, Ohio
Lee Radeski
Carrollton, Tex.
Rick Kellinckik
Springfield, Ill.

S. Hewitt
Briffles, Eng.
Brad Omer
Salt Lake, Utah
Sam Kullion
Murray, Ky.
Dennis Rovest
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Mutant Mail-Box

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Dear Stan, Roy, and Company,

This letter is mainly to the X-MEN book, but I use the given greeting because I'm commenting on the different artists you have in this mag. I believe that the lettering in a comic has something to do with the appearance of the art. Werner's art goes great with anybody's lettering, Sam's or Artie's. Lettering, in this case, means the words in the speech balloons, not the titles and the words such as Pow or Wnam. Don's art goes well with Sam's lettering. Try different letterers with different artists and I predict this will be a new innovation in the world of comic art!

Jeffrey Taylor, 9115 Kirkdale Rd.
Bethesda, Md. 20034

You might have a point there, tiger! But we thought we were already doing a pretty good job of using different letterers with different artists! If you'll notice (By paging through your complete back-log of Marvels, mitch!), no letterer does a particular strip regularly! We like to switch 'em around — just like we've been switching around the artists in X-MEN lately! Have no fear, though — one of these days we're bound to come up with the perfect combo! And, when that happens — well, we'll probably switch around some more just to keep you from getting well-adjusted!



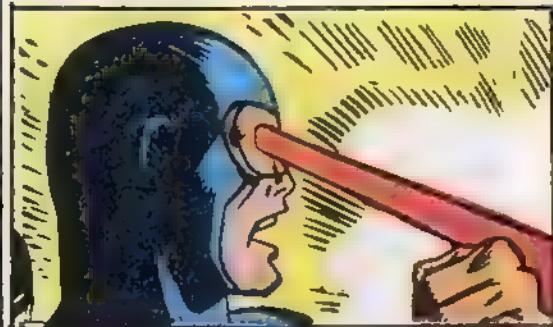
Dear Stan, Roy, and Don,

As a public service I now present — Types of Letters that Get Printed in Marvel Periodicals. Firstly, the "Boy, ish #1 (or whatever's latest) was the best one ever, words can't describe its marvellousness" letter — this type gets a lot of exposure, for obvious reasons. Then, its opposite — the "Ever since #3 (or whatever), this mag has really gone downhill" letter, offering advice for improvement. This is published to show that Marvel is broadminded and can take criticism. Now for the "Aha, I found a trivial error, now can I have a no-prize?" letter. Often with profuse apologies for crit'izing, it is usually followed by a reply that "We thrive on honest, constructive criticism". There is also the novelty, humorous, or rhymed letter. Now for the letter which offers an ingenious explanation for a Bulletpen error in a previous ish. This usually merits a no-prize. Then we have the "All us guys stationed out here in Latveria think your mags are great, even though all we get is MILLIE THE MODEL!" letter from a serviceman or Peace Corps volunteer. This next one is a sort of subdivision of the first

category — the letter that praises Marvel for advancing the cause of Americanism and liberty and justice for all. Lastly, the "How to get a letter printed in a Marvel mag" letter — the sneakiest one of all 'nuff said!

Eddie Newman, 18639 Laredo Rd.
Castro Valley, Cal. 94546

We'll go along with that, Eddie boy! You're way too sneaky for us! More than 'nuff said!



Dear Stan, Roy, and Don,

For shame! You made a mistake that even a dull person like myself could catch. In X-MEN #38, page 14, panel 2, the caption says, "And the crimson clad mutant..." It said more, but I'll stop there. The caption was referring to the Vanisher who was wearing green! Now for my please! No ranks! I detest that idea — it's an insult. Must you become so commercialized? The ranks and all those things in the stores are driving me mad. I do not look forward to a life full of Captain America dolls, coloring books, etc. You don't need gimmicks to attract readers. The kind of person this attracts, Marveldom can do without! So, till the Burner with a brain and Web-Head agree to work together, make mine Marvell!

Roberta Myers, 218 E. Main St.
Bradford, Pa.

We will, pussycat — but only if you promise to stay out of stores for the rest of your Marvel-reading days (which we hope will be forever)! 'Cause there just isn't a way for anyone to escape the rash of Marveldomia which is sweeping the country! Believe us, all the groovy goodies which are flooding the market aren't there to help sell our mags! Any true believer knows we don't need any help in that department! They're made and sold because Marveldom assembled has demanded them! And of course we don't mind too much if they make a few dollars for us on the side! So, if you really feel that strongly about it, just think of all the other Marvelites who are howlingly happy with the root of your misery! That oughta be some kind of comfort to you! And, if that's not enough, you can be further comforted by the non-commercial no-prize we're sending you for spotting another of our stupifying slip-ups! Fair 'nuff? Fair 'nuff!

Dear Stan, Roy, and Don,

If you have a moment, I'd like to give my comments on X-MEN #38. It was just magnificent. I was glad to see the good professor get back safe and sound and even gladder to see this story wound up. The costume change was great. You should try this with some of your other super-heroes as well as with the X-Men. How come on the cover the X-Men are shown in their new uniforms while in the trademark they still have their old ones? If you don't have a good enough explanation, I'll be more than happy to accept a no-prize. By the way, the origin series

Now hear this! Please keep all letters no longer than ONE PAGE! Have mercy, mellow ones!

is really great. Well, keep up the good — I mean great work.
Alan Groginsky, 1589 Unionport Rd.
New York, N.Y. 10462

Will do, Al — but you had us worried there for a sec until you changed good to great! Phew! We're afraid you'll have to try again before you earn a no-prize, though — 'cause there definitely was a reason for using the old costumes in the trademark! You see, we were afraid that, since it was our marvelous Mutants' first appearance in their groovy new threads, there would be some new Marvel converts who wouldn't recognize 'em! But, fear ye not! From now on, the nifty new zootsuits will be bustin' out all-over — and that includes in the trademark!

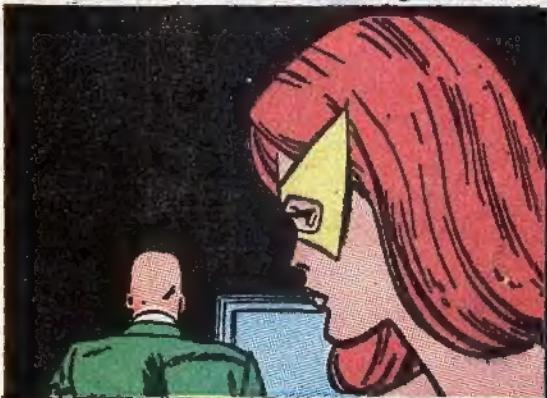


Dear Stan, Roy, and Don,

I just got my X-MEN #39 in the mail and I opened the brown paper wrapper. I was shocked to see four strangers on the cover. I recognized one of the people as Iceman, but I did not know the others until I saw, at the top of the cover, a red blurb telling of new costumes. I want to both compliment and criticize you on the X-Men's new costumes. They are all very good except the Angel. His mask should cover his whole head instead of coming up to his hair line. Cyke's costume is the best, Marvel Girl's is second, the Beast is third, the Angel is fourth and Iceman fifth. In closing I would like to say that I buy ten of your mags each month. 'Nuff said!

Mike Mindala, 8440 Ohio Ave.
Hammond, Ind. 46323

Never, Mike — at least not when it comes to somebody who buys that many of our magniloquent mags each month! The only thing that bothers us is, why don't you buy the rest of them? And don't dare tell us MILLIE THE MODEL isn't in your bag — hear??!



Dear Stan, Roy, and Don,
How dare you have Magneto return in the AVENGERS

instead of the X-MEN! I've been waiting ever since X-MEN #18 for Magneto to return in that book, not in the AVENGERS. When Factor Three came up and I learned they were mutants, I figured Magneto to be the leader. Then I read issue #37 in which some jerk called the Mutant Master was occupying Magneto's position. This makes me mad! Even though AVENGERS #47 is good, I still say Magneto deserves to return first in his original book. Then put him in the Avengers if you want. Of course, now it's too late. By the way, I do like the return of Blob, Mastermind, Unus, and Vanisher. I'm not sure about the Mutant Master yet. Don Heck ought to be good on X-MEN. I'm sure you've enjoyed (?) my comments.

Royal Balloon, 204 Eldorado
Tacoma, Wash. 98466

Almost as much as we're sure you've enjoyed reading the last blurb of this ish, frantic one! Sheesh — you just didn't have enough faith! You should've known that Magneto's encounters with everybody's favorite assembling Avengers could only lead to . . . the X-Men! There, now that that's settled, you tell us something! Is the moniker you signed to this letter for real — or are you just trying to tell us you swing in the same bag as the Fifth Dimension? (Just in case it's the real thing, you know we're only putting the shuck on you! After all, your name could be something really ridiculous — like Forbush!)



Dear Stan, Roy, and Don,

Your two newest features, the Inhumans and Origins of the X-Men, are just sensational. The Inhumans is not only better than Tales of Asgard, but also solves the time clash between Tales of Asgard and the opening Thor story. "A Man Called...X" in X-MEN #38 was one of Roy's better achievements as was "The Agony and the Anthill" in AVENGERS #46. It was refreshing to see Hank in action again as Ant-Man and the idea of having him fight the enemy ants was exceptionally good. Well done!

Robert Bentchick, 1091 Sayre Rd.
Union, N.J. 07083

And to you, Mr. B., your benevolent Bullpen's heartfelt thanks! But, just in case you're wondering why your missive happens to appear in X-MEN, it's because that mag won the toss of Honest Irv's three-headed coin! You divided your praises between three mags so equally, there just wasn't any other way to decide!

**NEXT
ISH!**
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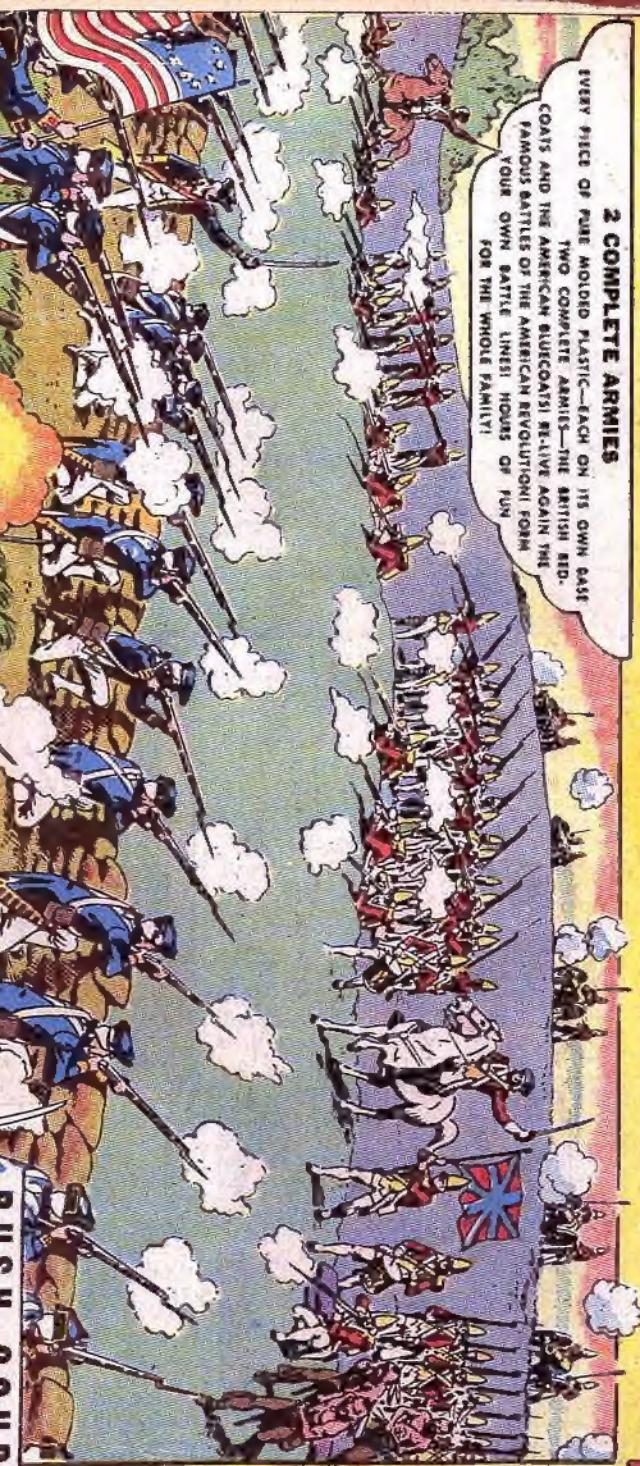
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This complete drag-racing course includes two sports cars over 5 inches long—an MGA Mark II and a Jaguar XK140—a starting gate, guide lines to keep the cars on course, and STOP bumpers for the finish line. Decals and racing numbers are also included, plus easy-to-follow instructions for building. Item No. 973 \$1.00

EXHAUST WHISTLE

Just slip it into the exhaust pipe of your friend's car... then watch him when he starts the engine! The howls and noises will make him think the motor's about to blow up or fall apart while you roar with laughter. No. F183 \$0.50

X-RAY SPECS

An Hilarious Optical Illusion \$1.00

Scientific optical principle really works. Imagine—you put on the "X-Ray" Specs and hold your hand in front of you. You seem to be able to look right through the flesh and see the bones underneath. Look at your friend. Is that really his body you "see" under his clothes? Loads of laughs and fun at parties. No. FL7 \$1.00



All you do is lay the transfer on, press down with a hot iron and presto—you'll have a crowd-stopping "zany" shirt... in colors, too. Each transfer will transform several shirts. Can be washed, of course. Item No. 339 Any two transfers \$1.00. All 4 transfers \$1.75

JACK POT BANK

Dime-operating Jack Pot Bank works like the one armed bandit in Las Vegas. Deposit the dime and spin the handle. Reels spin and look like the real stuff. Dimes are removable. Should not be used for gambling purposes. No. 2680 \$1.00



SKIN HEAD WIG

Most people try to grow hair. This is just the opposite. Made of flesh-toned latex will fit all heads. For the executive that would like to change his appearance. A30 \$1.00

JOY BUZZER

Most popular joke novelty in years! Wind up and wear it like a ring. When you shake hands, it almost raises the victim off his feet with a "shocking" sensation. Absolutely harmless. No. 239 Only 50¢

MONEymAKER

Insert a blank piece of paper, turn the knob... and... OUT COMES A REAL DOLLAR BILL! Insert the dollar and it changes to a \$5 then the \$5 changes to \$10. A138 \$1.25



TRICK BLACK SOAP

Ordinary looking piece of soap. Victim washes face and gets blacker and blacker. When he gets a look in the mirror, he'll be shocked. Harmless. No. 575 Only 25¢



SECRET BOOK SAFE

With combination lock only you can open.

SECRET SPY SCOPE

Pen Size—Clips On Your Pocket-4 Power Magnifier. 6-power wide field magnifier is cleverly concealed in a pen-sized pocket scope. Item No. F89 \$1.00

WHOOPIE CUSHION

Place on a chair under a cushion, then watch the fun when someone sits down! It gives forth embarrassing noises. Made of rubber, and inflatable. A scream. No. 247 \$0.50



ONION GUM
Yes—Looks like real chewing gum but tastes like ONIONS! Slices to a pack. No. 281 20¢

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Norman Rockwell—America's most beloved artist. He is a founder and member of the Gilding Faculty of the Famous Artists School.

'We're looking for people who like to draw'

says **Norman Rockwell**

Today hundreds of men and women who never thought they could be artists are working at easels and drawing boards, making pictures and getting well paid for it. They all can thank a group of famous artists who have devoted much of their time and talent to helping others find success in art.

Some of the people the Famous Artists have helped

Carl Kock was an 18-year-old apprentice in a Chicago art studio when he enrolled. Today he prepares ads for such companies as General Motors and Firestone—has won five gold medals.

Howard Sanden of Minneapolis took the Course while still in high school. He is now a successful artist—recently he and his wife traveled through Europe and the Middle East on important art assignments.

Paul Sullivan enrolled at 14. His Famous Artists training helped him work his way through college.

Kathleen Gironda of Indiana, Pennsylvania, was an 18-year-old salesgirl in a department store. She still works for a department store, but now it's as an advertising artist and fashion illustrator.

With Famous Artists training James Ryan, formerly a clerk, has become an illustrator at Hughes Aircraft—and turns out a steady stream of well-paying free-lance artwork in his spare time.

Oregon housewife Helen Tryk lives 150 miles from the nearest big city. But she does fashion illustration, has her own studio, runs an art work shop, does portraits.

A plan to help others

It started over 18 years ago when a group of America's most successful artists—men like Albert Dorne, Norman Rockwell, Jon Whitcomb, Al Parker and Stevan Dohanos—met in New York City. They knew that all over America there were people who liked to draw who could be turned into good artists. Albert Dorne asked, "Why can't we give these people the

Founding Faculty of the Famous Artists School

Norman Rockwell	Fred Ludekens
Jon Whitcomb	Ben Stahl
Al Parker	Robert Fawcett
Stevan Dohanos	Austin Briggs
George Giusti	Harold Von Schmidt
Peter Helck	Albert Dorne

training they need—including all the trade secrets and know-how we've learned over the years?"

He suggested a new kind of art school—a home study art school—that would give talented people the best professional art training, no matter where they live.

The famous artists agreed. Taking time from their busy careers, they created a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, they developed a wonderful way to give each student personal correction and advice all through his training.

The famous artists with the School are not surprised at the success of their students. The opportunities open to successful artists today are enormous. The School continually gets calls from all over the country asking for practical well-trained students—not geniuses—who can step into full-time or part-time art jobs. And practical, thorough training is what the School offers.

Famous Artists Talent Test

To find others with art talent worth developing, the Famous Artists created a 12-page Talent Test. Thousands paid to take this test, but now the School offers and grades it free. Men and women who do well on the test—or offer other sufficient evidence of art talent—may enroll in the School. But there's no obligation. Simply mail the coupon below.

Famous Artists School Studio 5655 Westport, Conn. 06880

I would like to find out whether I have art talent worth developing. Please send me, without obligation, your Famous Artists Talent Test and information about your courses.

Mr. _____
Mrs. _____
Miss _____ ← Circle one and please print

Street _____

City _____

State _____

Age _____ Zip _____

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